

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

9/8709	
OMB APPRO	VAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average burden	
hours per response	16.00

SEC USE ONLY								
Prefix	Serial							
	DATE RECEIVED							

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)						
Series AA Convertible Preferred Stock	A PECEIVED					
Eding Hadro (Charles berger) And Lande SOA Lan	7657					
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] ULOE						
Type of Filing: [x] New Filing [] Amendment	7/007/0000					
A. BASIC IDENTIFICATION DATA	000000000000000000000000000000000000000					
Enter the information requested about the issuer						
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)	185 49					
ACT Teleconferencing, Inc.	100/34					
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)					
1526 Cole Boulevard, Suite 250, Golden, CO 80401	303,235,9000					
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from	Telephone Number (Including Area Code)					
Executive Offices)						
Brief Description of Business	PROCECOE					
	. 1100E99ED					
Audio, video, data, and Web-based conferencing services and products						
Type of Business Organization	001 0 % 2000					
[x] corporation [] limited partnership, already formed [] other (please specify):						
[] business trust [] limited partnership, to be formed	THOMSON					
Actual or Estimated Date of Incorporation or Organization:	Month Year FINANCIAL [12] [8] 9 [X] Actual Estimated					
	.,, .,, .,					
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:						
CN for Canada; FN for other foreign jurisdiction) [C O]						
Civilor Calada, 11 voi onici foreign juriscitcion) (Co)						

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[x] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Aslin, Malcolm M.	dividual)				****	
Business or Residence Address (1526 Cole Boulevard, Suite 25			le)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[x] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Bailey, Clarke H.	dividual)					
Business or Residence Address (1526 Cole Boulevard, Suite 25			ie)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[x] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in DeVigne, Jules L.	idividual)					
Business or Residence Address (1526 Cole Boulevard, Suite 25	•		le)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[x] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Kelly, Mark K.	dividual)					
Business or Residence Address (1526 Cole Boulevard, Suite 25			le)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[x] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Knopp, Kenneth J.	dividual)					
Business or Residence Address (1526 Cole Boulevard, Suite 2	•		de)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[x] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Pearson, Paul	dividual)					
Business or Residence Address (1526 Cole Boulevard, Suite 2	•		de)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[x] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Salas, Carlos P.	ndividual)					
Business or Residence Address (1526 Cole Boulevard, Suite 2	•		de)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[x] Director	[] General and/or Managing Partner	
Full Name (Last name first, if ir Salas, Peter E.	idividual)					
Business or Residence Address of 1526 Cole Boulevard, Suite 2	`	/ 2/ / 1	de)			

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Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Shepherd, Michael W.	dividual)	
Business or Residence Address 1526 Cole Boulevard, Suite 2	Number and Street, City, State, Zip Code) 10, Golden, CO 80401	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [x] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Warren, Gene	dividual)	
Business or Residence Address 1526 Cole Boulevard, Suite 2	Number and Street, City, State, Zip Code) 10, Golden, CO 80401	
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Cody, Matthew J.	dividual)	· .
Business or Residence Address 157 Cliff Road, Belle Terre,	Number and Street, City, State, Zip Code) Y 11777	
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Dolphin Direct Equity Partn		
Business or Residence Address 129 East 17 th Street, New Yo	Number and Street, City, State, Zip Code) k, NY 10003	
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Fuller & Thaler Asset Mana		
Business or Residence Address 411 Borel Avenue, San Mate	Number and Street, City, State, Zip Code) , CA 94402	
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i RS Investment Management	· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address 388 Market Street, Suite 200	Number and Street, City, State, Zip Code) San Francisco, CA 94111	

				B. INF	ORMAT	TON ABO	UT OFF	ERING					
Has the issuer so	old, or does the	e issuer inter	nd to sell, to	non-accrec	lited invest	ors in this of	fering?		····				Yes No [] [x]
				Answer also	in Append	dix, Column	2, if filing u	ınder ULOF	E.				
2. What is the min	imum invectm	ent that will			• •	•							\$8.040.000
2. What is the film	mam mvesum	one that will	toc acceptor	a nom any	aiui viadai.				***************************************	***************************************			Yes No
3. Does the offerin	g permit joint	ownership (of a single u	nit?	••••••								
Enter the inform solicitation of pr registered with t of such a broker	urchasers in co he SEC and/o	nnection wir with a state	th sales of s e or states, l	ecurities in ist the name	the offering of the bro	g. If a person ker or dealer	n to be listed . If more th	l is an assoc	iated persor	or agent of	f a broker oi	dealer	
Full Name (Last name Dolphin Direct Eq													
Business or Residen 129 E. 17th Street,	ce Address (N New York, N	umber and	Street, City,	State, Zip	Code)			·····			··		
Name of Associated													
States in Which Per (Check "All Sta												[] All States
[AL] [IL] . [MT] [RI]	[IN]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] x [NY] (VT)	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Name (Last na			[]	[]			()	[]	(,	[]	[]	[]	
Business or Residen	ce Address (N	lumber and	Street, City,	State, Zip	Code)								
Name of Associated	Broker or De	aler			·								
States in Which Per (Check "All Sta												[] All States
[AL] [IL] [MT] [RI]	[IN] [NE]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Name (Last na	me first, if ind	ividual)											
Business or Resider	ce Address (N	lumber and	Street, City,	State, Zip	Code)								
N. CA	ID 1 D			· · · ·									
Name of Associated	Broker or De	aler											
States in Which Per (Check "All Sta												[] All States
(AL) (IL) (MT) (RI)	[IN] [NE]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] IWII	[HI] [MS] [OR] [WY]	[ID] [MO] [PA]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PR	OCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		Aggregate		Amount
	Type of Security		Offering Price		Already Sold
	Debt	\$_		\$	
	Equity Series AA Convertible Preferred [] Common [x] Preferred	s _	8,040,000	\$	8,040,000
	Convertible Securities (including warrants)	s _		\$	
	Partnership Interests	s _		\$	
	Other (Specify)	\$_		. \$	
	Total	\$ _	8,040,000	\$	8,040,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		1	_ \$	8,040,000
	Non-accredited Investors (Registered Rights Offering of \$7,960,000 to follow)		0	_ \$	0
	Total (for filings under Rule 504 only)		N/A	\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		_	_	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.		Tours of		D.11. A
	Type of Offering		Type of Security		Dollar Amount Sold
	Rule 505			_ \$	
	Regulation A			\$	
	Rule 504			–	
	Total			- ·	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offeri Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to fut contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimat Transfer Agent's Fees	ire	[]	_	
	Printing and Engraving Costs		[]	\$	
	Legal Fees Issuer and Investor's Counsel (est'd)		[x]	s	250,000
	Accounting Fees		[]	s	
	Engineering Fees		[]	\$	
	Sales Commissions (specify finders' fees separately)		[]	s	
	\$600,000 Bankers Other Expenses (identify) \$450,000 in warrants Agent		[x]	s	1,050,000
	Total		[x]	s	1,300,000

	furnished in response to Part CQuestion 4.a. This different						9	6,740,000
	Indicate below the amount of the adjusted gross proceeds to If the amount for any purpose is not known, furnish an e payments listed must equal the adjusted gross proceeds to the	stimate and check the box to the lef	t of the estimate. T	he total				
					Payments to Officers, Directors & Affiliates			Payments t Others
	Salaries and fees		[]	\$ _		[]	\$.	····
	Purchase of real estate		[]	s _		[]	\$.	
	Purchase, rental or leasing and installation of machinery	y and equipment	[]	\$ _		[]	\$	
	Construction or leasing of plant buildings and facilities		[]	s _		[]	\$	
	Acquisition of other businesses (including the value of used in exchange for the assets or securities of another is	-	•	\$_		[]	\$.	
	Repayment of indebtedness		[]	\$_		[x]	\$	5,000,000
	Working capital		[]	\$_		[x]	\$	2,463,36
	Other (specify):							
			[]	\$_	= ±in •	[]	\$	
	Column Totals		[]	\$_		[x]	\$	2,463,36
	Total Payments Listed (column totals added)			[]	\$ 2,463,36	7		
		D FEDERAL CICALTURE	7					
		D. FEDERAL SIGNATURI	<u> </u>					
nde	issuer has duly caused this notice to be signed by the undersigertaking by the issuer to furnish to the U.S. Securities and Excacredited investor pursuant to paragraph (b)(2) of Rule 502.	hange Commission, upon written requ	otice is filed under Russest of its staff, the in	ile 505, formatio	the following sign n furnished by the	ature c	onsti to an	tutes an ry
	er (Print or Type)	Signature)		Date				
	T Teleconferencing, Inc.	1 1 W		Septen	nber 21, 2005			
	ne of Signer (Print or Type) ne Warren	Title of Signer (Print or Ty Chief Executive Officer	pe)					

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)